

August 27, 2004

PUBLIC UTILITIES  
COMMISSION

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FILED

**HAND DELIVERED (ORIGINAL + 12 COPIES)**

Public Utilities Commission  
of the State of Hawaii  
465 South King Street, First Floor  
Honolulu, Hawaii 96813

Re: Docket No. 04-0140 - Application of Paradise Mergersub, Inc., et al.

Dear Commissioners:

Pursuant to Protective Order No. 21034, enclosed are protective agreements which were executed by the following persons who are employed by or retained by Time Warner Telecom of Hawaii L.P. ("TWTC") in this matter:

Rochelle D. Jones  
J. Douglas Ing, Esq.  
Pamela J. Larson, Esq.

Protective agreements for any others that become involved in this docket on behalf of TWTC will be forwarded to you upon their execution.

Very truly yours,

WATANABE ING KAWASHIMA & KOMEIJI LLP

  
By Pamela J. Larson

Enclosure  
Certificate of Service attached

340069

## EXHIBIT A

### BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF HAWAII

#### PROTECTIVE AGREEMENT

1. I, J. Douglas Ing, have been presented with a copy of Protective Order No. 21034 issued by the Hawai'i Public Utilities Commission in Docket No. 04-0140 on the 7<sup>th</sup> day of June, 2004 ("Protective Order").

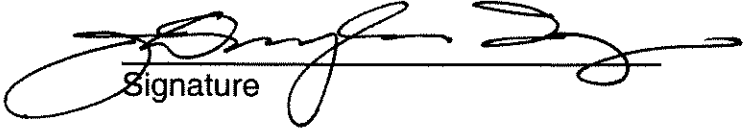
2. I am employed, retained or assisting Time Warner Telecom of Hawaii, L.P. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Time Warner Telecom of Hawaii, L.P. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Time Warner Telecom of Hawaii, L.P., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at: Honolulu, Hawaii, this 27<sup>th</sup> date of August, 2004.

  
Signature

999 Bishop Street, 23<sup>rd</sup> Floor  
Honolulu, Hawaii 96813

(808) 544-8324

EXHIBIT A

BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Pamela J. Larson, have been presented with a copy of Protective Order No. 21034 issued by the Hawai'i Public Utilities Commission in Docket No. 04-0140 on the 7<sup>th</sup> day of June, 2004 ("Protective Order").

2. I am employed, retained or assisting Time Warner Telecom of Hawaii, L.P. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Time Warner Telecom of Hawaii, L.P. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Time Warner Telecom of Hawaii, L.P., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at: Honolulu, Hawaii, this 27<sup>th</sup> date of August, 2004.

  
Signature

999 Bishop Street, 23<sup>rd</sup> Floor  
Honolulu, Hawaii 96813

(808) 544-8323

EXHIBIT "A"

BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF HAWAII

PROTECTIVE AGREEMENT

1. I, Rochelle D. Jones, have been presented with a copy of Protective Order No. 21034 issued by the Public Utilities Commission of the State of Hawaii in Docket No. 04-0140 on the 7th day of June, 2004 ("Protective Order").

2. I am employed by, retained by or assisting Time Warner Telecom of Hawaii L.P. in Docket No. 04-0140 and have requested review of the confidential information covered by the Protective Order.

3. I understand the confidential information covered by the Protective Order is to be used solely to assist Time Warner Telecom of Hawaii L.P. and that unless otherwise permitted by the Protective Order, I am to make no other use of the confidential information, nor am I to disclose the confidential information to any other person.

4. I further understand that at the conclusion of my assistance to Time Warner Telecom of Hawaii L.P., I shall account for each copy, extract, note and summary of, or other document containing any part of such confidential information to the Party claiming confidentiality and I shall abide by the provisions in paragraph 28 of the Protective Order, unless otherwise permitted by paragraphs 29 and 30 of the Protective Order.

5. I hereby certify that I have read the above-mentioned Protective Order and agree to abide by its terms and conditions.

DATED at: New York, NY, this August 27, 2004.  
(city) (state) (date)

Rockelle S Jones

Signature

14 Wall Street 9<sup>th</sup> FL  
New York, NY 10005

Address

( 212) 364-7319  
Telephone Number

CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing  
Protective Agreements upon the following Parties and Participant by hand delivery  
or by mail, postage prepaid and properly addressed.

Division of Consumer Advocacy 6 copies  
335 Merchant Street  
Room 326  
Honolulu, HI 96813  
E-Mail: **Cheryl.S.Kikuta@dcca.hawaii.gov**  
Facsimile Number: (808) 586-2780

Paradise MergerSub, Inc. 1 copy  
c/o Alan M. Oshima, Esq.  
Michael H. Lau, Esq.  
Kent D. Morihara, Esq.  
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841 Bishop Street, Suite 400  
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**mhl@ocfc.com**  
**kdm@ocfc.com**  
Facsimile Number: (808) 531-8466

GTE Corporation, Verizon Hawaii Inc., 1 copy  
Bell Atlantic Communications, Inc., and  
Verizon Select Services Inc.  
c/o Leslie Alan Ueoka, Esq.  
Blane T. Yokota, Esq.  
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P.O. Box 2200  
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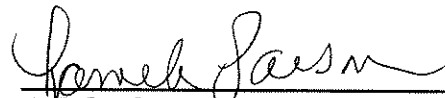
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[laura@mahooklaw.com](mailto:laura@mahooklaw.com)  
[wtam@ahfi.com](mailto:wtam@ahfi.com)  
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Individual Retirees/IBEW  
c/o Herbert R. Takahashi  
Stanford H. Masui  
Danny J. Vasconcellos  
Rebecca L. Covert  
Takahashi, Masui, Vasconcellos & Covert  
345 Queen Street, Room 506  
Honolulu, HI 96813  
E-Mail: [rcover@hawaii.rr.com](mailto:rcover@hawaii.rr.com)  
Facsimile Number: (808) 531-9894

1 copy

Dated: August 27, 2004.



J. DOUGLAS ING  
PAMELA J. LARSON

Attorneys for Time Warner Telecom of  
Hawaii L.P. dba Oceanic Communications